

#### IN THE UNITED STATES DISTRICT COURT FOR THE NORTHEN DISTRICT OF GEORGIA ATLANTA DIVISION

	)
TONY L. WARE, CEO and	)
T. L. WARE BOTTLING CO., INC.,	)
	)
Plaintiffs,	)
vs.	) CIVIL ACTION FILE NUMBER:
	) 1: 05-CV-0426-MHS
FLEETBOSTON FINANCIAL CORP.	)
F/K/A BANKBOSTON CORP.	) AMENDED RETURN OF SERVICE
	)
Defendant.	)

#### AMENDED RETURN OF SERVICE OF PROCESS

COMES NOW, HARRY J. MATHIS, Court Appointed Process Server in the above-styled civil action and files this RETURN OF SERVICE OF PROCESS on the above-named Defendant FLEETBOSTON FINANCIAL CORPORTION f/k/a BANKBOSTON CORPORATION pursuant to the law of this State under O.C.G.A. § § 14-2-1510, 14-2-1520(c) by stating the following:

1. That I am **HARRY J. MATHIS** and that I do certify under oath that I have personally served the above-named Defendant on **December 10<sup>TH</sup>**, **2004** with the Summons, Complaint and Plaintiffs' Request for Admissions by serving the Georgia Secretary of State at the following address to wit:

FLEETBOSTON FINANCIAL CORPORTION f/k/a
BANKBOSTON CORPORATION
c/o Cathy Cox, Georgia Secretary of State
2 Martin Luther King Jr., Drive, N.E., Suite 315
ATLANTA, GEORGIA 30334

2. That at the time of service of the Summons, Complaint and Request for Admissions, the Defendant was listed as a Rhode Island corporation withdrawn from doing business in this State. See my Exhibit "A" attached hereto.

- 3. I further served the FleetBoston Financial Corporation a Rhode Island corporation having a legal Federal Tax ID Number of: 05-0341324 See my, Exhibits "B", "C" and "D" attached hereto.
- 4. I have further certify that I have also made personal service of process on FLEET BOSTON FINANCIAL CORPORATION a Delaware Corporation on December 10<sup>th</sup>, 2004 thorough the Georgia Secretary of State at the above-stated address as required by O.C.G.A. § 14-2-1520(c) and O.C.G.A. § 14-2-1510 which is the law of this State.
- 5. I am not related to the Plaintiff Tony L. Ware, or employed by Plaintiff T.L. Ware Bottling Company, Inc. Nor do I have any legal interest in the out come of this civil action.

IN WITNESS AND TESTIMONY HEREOF, This AMENDED RETRUN OF SERVICE is made under oath and is true and correct and is further made upon my personal knowledge, information and belief.

Further Affiant say Not.	$m = a^{\prime}$
On this $\sqrt{2^{*}}$	day of <u>March</u> , 2005.
	Respectfully Submitted,
	Harry J. Mathis
	Harry J Mathis. Process Server

Process Server's Address:

HARRY J. MATHIS 5490 Hunters Forest Lane COLLEGE PARK, GEORIGA 30349

Sworn to and Subscribed before Me,

STATE NOTARY PUBLIC OFFICER

My Commission Expire On.

## **PROCESS SERVER'S**

# "EXHIBIT"



### **Secretary of State**

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER: 050660488
PRINT DATE: 03/07/2005
FORM NUMBER: 218

TONY L. WARE POB 150524 ATLANTA, GA. 30315

#### **CERTIFICATE OF FACT**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

Effective February 27, 1981, INDUSTRIAL FINANCIAL CORPORATION, a Rhode Island corporation, filed certificate of authority in the state of Georgia.

Effective October 24, 1983, INDUSTRIAL FINANCIAL CORPORATION, a Rhode Island corporation, filed amended certificate of authority changing its name to: FLEET FINANCIAL CORPORATION OF RHODE ISLAND.

Effective November 22, 1983, FLEET FINANCIAL CORPORATION OF RHODE ISLAND, filed application and statement of withdrawal.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated within.



July Cop

Cathy Cox Secretary of State Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 050660486
CONTROL NUMBER : J150296
DATE INC/AUTH/FILED: 02/27/1981
JURISDICTION : RHODE ISLAND
PRINT DATE : 03/07/2005

FORM NUMBER : 215

TONY L. WARE
POB 150524
ATLANTA, GA 30315

#### CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

### FLEET FINANCIAL CORPORATION OF RHODE ISLAND A FOREIGN PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox

Secretary of State

## DUPLICATE

STATE OF GEORGIA SECRETARY OF STATE EX-OFFICIO CORPORATION COMMISSIONER November 22, 1983

C T CORPORATION SYSTEM 2 Oliver St. Boston, MA 02109 attn: R. B. Ford

Dear Sir:

The STATEMENT OF WITHDRAWAL of

"FLEET FINANCIAL CORPORATION OF RHODE ISLAND"

together with the filing fee of \$15.00 has been received; and, the Secretary of State having found that the statement complies with the requirements of law, it has this day been filed, and the authority of said corporation to transact business in Georgia is hereby terminated.

Respectfully.

SECRETARY OF STATE, EX-OFFICIO CORPORATION COMMISSIONER OF THE STATE OF GEORGIA

#### FILE IN DUPLICATE

TO: Secretary of State
Ex-Officio Corporations Commissioner
State of Georgia

Fee - \$19.00

# APPLICATION AND STATEMENT OF WITHDRAWAL

Purment to Section 22-1414 or Section 22-3214 of the Georgia Business Corperation Code...

The name of the corporation is

	FLEET F	INANCIAL	CORPORATIO	No	 
State of innormation	Rhod	e Taland			

The corporation is not transacting business in Georgia and hereby surrenders its authority to transact business in Georgia. It hereby revokes the authority of its registered agent in Georgia to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Georgia during the time the corporation was authorized to transact business therein may hereafter be made on the corporation by service thereof on the Secretary of State or his Agent.

The address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is

<i>.</i>	5	5	<u>Ke</u>	nnedy Plaza	
. 36	ATE ISION	(Number)		(Street)	
LLI Prop	vídence	<u> </u>	Providence	Rhode Island	02903
ECE!	SECRETA SECRETARION OF THE PROPERTY OF THE PRO		(City)	(Stata)	RECEIVED  SECRETATIONS DIVISION

The undersigned president (or vice-president) and secretary (or assistant secretary) of the corporation declare under the panalties of perjury that the facts herein stated are true.

	MITTO AND ACCOPTED AND	
	In Contract	(Name of corporation)
	STATE TO THE PARTY OF THE PARTY	(President MARKENSHIE)  John W. Patpin
Received:	கிய வரும் படிய கொண்டு கொண்டு கொண்டு வருக்கும் முற்று முறிய முறிய முறிய முறிய முறிய முறிய முறிய முறிய முறிய முற	all w Sind
Filed:	Date NOV 2 21983	<i>(Secretary operations Secretary)</i> Edward W. Dence, Jr.

Rev. 4-1-72 (GA-2057-12/22/81)

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#### DEPARTMENT OF REVENUE

JOHN G. CARTER Olrestor

INCOME TAX DIVISION

TRINITY-WASHINGTON BUILDING ATLANTA, GEORGIA 30334

October 28, 1983

Telephone Number: (404) 656-4191

Person to Contact: Doris Langley

TO WHOM IT MAY CONCERN:

Fleet Finance. Inc. Rhode Island Corporation a qualified foreign corporation, has executed and filed with this department an assumption of tax liability on behalf of Fleet Financial Corporation and does guarantee to file all Georgia tax returns required of the above named corporation and pay all taxes accrued and owing to the State of Georgia.

Sincerely yours,

Emily D. Pettit Section Supervisor Corporate Operations

This 28th day of October 1983

Executed in the presence of

Notary Public, Goorgia, State at Land My Commission Depires May 29, 1986

KDP/dl

## **PROCESS SERVER'S**

# "EXHIBIT"

B



#### STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State

Edward S. Inman, III. Secretary of State Corporations Decision 100 North Main Street. Providence, RI 02903-1335 401,222,3040

FORM MUST BE TYPED IN B		u.e				
I. Corporate ID No.	2. Name of Corp	oration n Financial Corporation				
6486		t i manoiai corporadon	City	State	Zip	
<ol> <li>Street Address Principal Busine</li> <li>100 Federal Street</li> </ol>			Boston	MA	02110	
	<b>L</b>	5. State of Incorporation	Вовсоп	1.112	6. SIC Code	
4. Rusiness Phone No. (617) 292-2000		Rhode Island			0000	
7. Brief Description of the Chara Holding Company	cter of Business Co	onducted in Rhode Island				
	ES OF THE OF	FICERS ("X" BOX FOR ATT	ACHMENT) 🗹 FILL IN SPACE	S BEFORE USING A	TTACHMENTS	
President Name			Vice President Name			
Eugene McQuade			Gary A. Spiess Street Address			
<i>Sircei Address</i> 100 Federal Street			100 Federal Stree	<b>-</b>		
<b></b>		71		State	7ie	
City Boston	State MA	Zip 02110	City Boston	MA.	<i>Zip</i> 02110	
BOS COLL Recretary Name	PLA	02110	Treasurer Name	Par.	02110	
Gary A. Spiess			Douglas L. Jacobs			
Street Address			Street Address			
orec: Augress 100 Federal Street	_		100 Federal Street	1		
Cir	State	Zip	City	State	Zip	
Boston	MA	02110	Boston	MA	02110	
			TTACHMENT) 🗹 FILL IN SPACE			
Director Name		ECTORD ( N. DONTONN	Director Name	ES BEI OILE COILIG	AT IACIMIENTO	
Joel B. Alvord			Daniel P. Burnham			
Street Address			Street Address			
75 Federal Street			c/o Raytheon Co.,	141 Spring S	Street	
Cin	State	Zip	City	State	Zip	
Boston	MA	02110	Lexington	MA	02421	
Director Name			Director Name			
William Barnet, II	Ί		Paul J. Choquette	, Jr.		
Street Address			Street Address			
507 E. John Street			c/o Gilbane Build:	ing Co., 7 Ja		
City	State	Zip	City	State	Zip	
Spartanburg	SC	29302	Providence	RI	02903	
10. SHARES AUTHORIZE AUTHORIZED SHARES	D ("X" BOX FO	RATTACHMENT) [	11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)  ISSUED SHARES			
Number of Shares	Cluss/Series	Par Vulue	Number of Shares	Class/Series	Par Value	
2,000,000,000	сомм	\$0.01 PAR VALUE	See Attachment			



File Date	2/12/03	_
Check No	2512509	_
$B_{V_i}$	OA	_
FOR SECRE	TARY OF STATE USE ONLY	

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Dute 02-04-0
Gary A Spiless

Gary A. Spiess
Print or Type Name of Officer

Secretary Title of Officer

Form 630 12/01



#### The Commonwealth of Massachusetts William Francis Galvin

FEE: \$125.00

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512 Telephone: (617) 727-9640

040018879

NOTE: PLEASE TYPE OR PRINT CLEARLY! INSTRUCTIONS ON OTHER SIDE,

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ntificati	ion No. <u>05-03413</u>	24					
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	(city or town)			(state)		(zip)	<u> </u>
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	Boston				AING STREET		0
	(city or town)			(state)		(ZID)	<u>v</u>
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Cadama	1 Camana	n	<b>.</b>	(name)			
				<del>, </del>			02110
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<b>)</b> :	\$1.00	16,000,	000	\$16,000	i	Please	
EFERRED: \$1.00   10,000,000   \$16,000   Please see   attachment							
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	l addresses of the offic office of each expires:	ers specifie	d below and	of all the directors			ient
		ers specific	-	of all the directors  BUSINESS ADDR.  F, Street, City or Town.	of the c	orporation	ient
	ntification is name of its print on of its address federal (numer end of the child stock	ntification No05-03413 name of the corporation is: pration is organized under the li- graph of its principal office is:10  Boston (chy or town) address of the Resident Agent (chy or town) address of the Resident Agent Federal Street (number and street) e end of the last fiscal year was be if the corporation stock is put all stock of each class as of the electrock  PAR VALUE PER SHARE STATE IF NO PAR	name of the corporation is: FleetBo  pration is organized under the laws of: R  of its principal office is: 100 Feder  Boston (city or town)  on of its Massachusetts office, if any: Boston (city or town)  address of the Resident Agent is: CT Co (number and greet)  e end of the last fiscal year was:  re if the corporation stock is publicly trade all stock of each class as of the end of its last  TOCK PAR VALUE PER SHARE STATE IF NO PAR  SUMME  \$0.01  2,000,0	name of the corporation is: FleetBoston Fing pration is organized under the laws of: Rhode Isla pration is organized under the laws of: Rhode Isla pration is organized under the laws of: Rhode Isla pration is organized under the laws of: Rhode Isla pration is organized under the laws of: Rhode Isla pration is organized under the laws of: Rhode Isla pration is organized under the laws of: Rhode Isla property of two months of its Massachusetts office, if any: 100 Feder  Boston (city or town) city or town) address of the Resident Agent is: CT Corporation (city or town) the end of the last fiscal year was: December of the corporation stock is publicly traded: Key or town of the corporation stock is publicly traded: Key or town of organization of organization of the last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:  Stock of each class as of the end of its last fiscal year was:	name of the corporation is: FleetBoston Financial Corporation is organized under the laws of: Rhode Island  of its principal office is: 100 Federal Street  Boston MA (city or town) (state)  address of the Resident Agent is: CT Corporation System  (number and street) (city or town)  e end of the last fiscal year was: December  te if the corporation stock is publicly traded: K  all stock of each class as of the end of its last fiscal year was:  TOCK PAR VALUE PER SHARE STATE IF NO PAR  \$0.01 2.000.000.000 \$20.000.000	name of the corporation is: FleetBoston Financial Corporation oration is organized under the laws of: Rhode Island  of its principal office is: 100 Federal Street  Boston MA (city or town) (state)  on of its Massachusetts office, if any: 100 Federal Street  (number and street) (state)  address of the Resident Agent is: CT Corporation System  (number and street) (state)  e end of the last fiscal year was: December 31 (city or town) (state)  e end of the last fiscal year was: December 31  or if the corporation stock is publicly traded: K  all stock of each class as of the end of its last fiscal year was:  TOCK PAR VALUE PER SHARE OF ORGANIZATION OR AMENDMENTS  Number of Shares Total Par Value  \$0.01 2,000,000,000 \$20,000,000	rame of the corporation is: FleetBoston Financial Corporation  Pration is organized under the laws of: Rhode Island  Of its principal office is: 100 Federal Street  Boston MA 0211  (city or town) MA 0211  (city or town) (state) (number and street)  Boston MA 0211  (city or town) (state) (2p)  address of the Resident Agent is: CT Corporation System  Federal Street Boston MA  (number and street) (state)  e end of the last fiscal year was: December 31  ce if the corporation stock is publicly traded: K  all stock of each class as of the end of its last fiscal year was:  FOCK PAR VALUE PER SHARE OF ORGANIZATION OR AMENDMENTS  Number of Shares Total Par Value No.  \$0.01 2.000.000.000 \$20.000.000 Please attachy

above-named corporation, in compliance with the General Laws, Chapter 181, hereby certify that the above information is true and correct as of the dates shown. IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, I hereto sign my name on this

day of February

, being the <u>Secretary</u>

Contact Person Telephone #: (401) 278-5560

Title: Secretary

I, the undersigned Gary A. Spiess

Contact Person: M. Rebecca France

#### FLEETBOSTON FINANCIAL CORPORATION (EIN# 05-0341324)

#### OFFICERS: \*

Charles K. Gifford Eugene M. McQuade

H. Jay Sarles Anne M. Finucane Robert C. Lamb, Jr. Brian T. Moynihan Joseph A. Smialowski

Bradford H. Warner Gary A. Spiess

M. Anne Szostak

Terrence P. Laughlin

Kenneth Sax

Joseph R. Dewhirst John Rodehorst Edwin J. Santos Robert L. Klivans Janice B. Liva

Lauren Mogensen Ernest Lee Puschaver Chairman and Chief Executive Officer President and Chief Operating Officer

Vice Chairman and Chief Administrative Officer

**Executive Vice President** 

Executive Vice President and Chief Financial Officer

Executive Vice President Executive Vice President Executive Vice President Executive Vice President

Executive Vice President, Secretary and General Counsel

Senior Vice President

Senior Vice President and Chief Risk Officer

Senior Vice President and Treasurer

Assistant Treasurer

Vice President and Chief Auditor

Assistant Secretary and Deputy General Counsel Assistant Secretary and Deputy General Counsel Assistant Secretary and Deputy General Counsel

Chief Accounting Officer

#### DIRECTORS:

Joel B. Alvord, Shawmut Capital Partners, Inc., 75 Federal Street, Boston MA 02109

William Barnet, III, The Barnet Company, 507 E. St. John Street, Spartanburg, SC 29320

Daniel P. Burnham, 6284 San Marcos Pass, Santa Barbara, CA 93105

Paul J. Choquette, Jr., Gilbane Building Company, Seven Jackson Walkway, Providence, RI 02940

John T. Collins, 10 Rowes Wharf, Boston, MA 02110

Kim B. Clark, Harvard Business School, Morgan Hall 125, Soldiers Field Road, Boston, MA 02109

Gary L. Countryman, Liberty Mutual Insurance Company, 175 Berkley Street, Boston, MA 02117

Charles K. Gifford, FleetBoston Financial Corporation, 100 Federal Street, Boston, Ma 02110

Marian L. Heard, 47 Hopewell Farm Road, Natick, MA 01760

Robert M. Kavner, 13th and Carmelo, Carmel By the Sea, CA 93921

Thomas J. May, NSTAR, 800 Boylston Street, Boston, MA 02199

Donald F. McHenry, IRC Group, 1320 19th Street, Suite 410, N.W., Washington, DC 20036

Eugene M. McQuade, FleetBoston Financial Corporation, 100 Federal Street, Boston, Ma 02110

Terrence Murray, FleetBoston Financial Corporation, 100 Federal Street, Boston, Ma 02110

Michael B. Picotte, The Picotte Companies, 20 Corporate Woods Blvd., Suite 600, Albany, NY 12211

Francene S. Rogers, WFD, Inc., 200 Talcott Avenue, West, Watertown, MA 02472

Thomas M. Ryan, CVS, One CVS Drive, Woonsocket, RI 02895

T. Joseph Semrod, FleetBoston Financial Corporation, 301 Carnegie Center, Princeton, NJ 08543

Paul R. Tregurtha, Moran Towing Corporation, 50 Locust Avenue, New Canaan, CT 06840

#### FLEETBOSTON FINANCIAL CORPORATION (CONTINUED) (EIN# 05-0341324)

#### **SHARES AUTHORIZED:**

2,000,000,000 Common \$.01 Par 16,000,000 Preferred \$1.00 Par

#### SHARES ISSUED AND OUTSTANDING: \*\*

 1,063,133,292
 Common
 \$ .01 Par

 382,450
 6.75% Perpetual Preferred Series V1
 \$1.00 Par

 700,000
 6.60% Fixed/Adjustable Cumulative

Preferred Series VII \$1.00 Par

<sup>\*</sup>For the purpose of this Annual Report, the mailing address for the officers is: 100 Federal Street,

Boston, MA 02110

<sup>\*\*</sup>Information provided as of 12/31/2003



#### The Commonwealth of Massachusetts William Francis Galvin

FEE: \$125.00

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512
Telephone: (617) 727-9640

030009578

NOTE: PLEASE TYPE OR PRINT CLEARLY! INSTRUCTIONS ON OTHER SIDE.

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MASSA	CHUS	SETTS FOREIG		KPUKAT	ION ANNUA	XT K	EPOK.	ľ	
		lon No. <u>05–034132</u>		1210	020				
1. The exact	name of	f the corporation is: $\underline{\underline{I}}$	leetBos	ton Finan	cial Corpora	tion	·		
2. The corpo	ration is	organized under the l	aws of:	Rhode Isl	and	<u>.</u>			
3. Location o	of its prin	ncipal office is: 100	<u>Federal</u>	Street	(oumber and street)			<del></del>	
<u> </u>		Boston			MA (mate)		021	10	
4 Mb - 1		(city or town)	c	00 Federa			( <b>2</b> (p)		
4. The location	on or its	Massachusetts office, i	r any:	LOO FEGELA	(number a	nd street)		<del></del> -	
		Boston			MA		021	.10	
5 Name and	adduses	of the Resident Agent	ter CT Co	rnorstion	(mak) System		(zip)		
			15: <u>U. U.</u>	JI POT ACTOR	(pune)			00110	
<u> 101 Fe</u>		Street	Bost			MA		02110	
6 Date of the		ber and street) the last fiscal year was	dry or Decem	•		(Male) 31		(zip) 2002	
O. Date of the		the metabolic year was		(month)		(day)		(year)	
7. Check her	e if the c	corporation stock is pu	blichy trade	ed: 🏻 .					
8. The capita	l stock e	of each class as of the e	nd of its la	st fiscal year w	<b>as</b> :				
CLASS OF S	TOCK	PAR VALUE PER SHARE STATE IF NO PAR			ED BY ARTICLES OR AMENDMENTS		TOTAL ISSUED AND OUTSTANDING		
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				Number of Shares Total Par Value			Number of Shares		
COMMON:		\$0.01	2,000,0	000,000 \$20,000,0			Please		
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Preferret	<i>r</i> .	, , , , , , , , , , , , , , , , , , ,	10,000				attach		
9. State the na	unes and	d addresses of the offic	ers specific	ed below and o	f all the directors of	of the c			
		office of each expires:	•					-1	
OFFICERS		NAMO			BUSINESS ADDRE	śs		EXPERATION	
				Number,	Street, City or Town, \$	tate, Zip	Code	OF TERM	
	Pleas	e see attachmer	t					Until the	
TREASURER CLERK								next annual	
DIRECTORS								meeting and until	
				1				successors	
								are duly	
								elected and	
1								qualified.	
								qualified.	
I, the undersit	gned	Gary A. Spiess		bein	g the Secret	arv		of the	
above-named	corporat	tion, in compliance wit	h the Gene	ral Laws, Chapt	er 181, hereby cen	tify that	the above	information is true	
and correct as	of the d	lates shown. IN WITNE	SS WHERE	OF AND UNDE	R PENALTIES OF P	ERJURY	, I h <del>eret</del> o	sign my name on this	
	7	7 00		day of	rebruary_			, 20 <u>0 3</u>	
Signature:	N-	100 Stor		Title: _	Secret	ary	<del></del>		
Contact Perso	n: <u>M.</u>	Rebecca Franci	s	Contac	t Person Telephon	c#: _	(401) 2	278- <u>5560</u>	

#### FLEETBOSTON FINANCIAL CORPORATION (EIN# 05-0341324)

#### **OFFICERS: \***

Charles K. Gifford Eugene M. McQuade

H. Jay Sarles
Anne M. Finucane

Paul F. Hogan

Robert C. Lamb, Jr.

Brian T. Moynihan Joseph A. Smialowski

M. Anne Szostak

Bradford H. Warner

Douglas L. Jacobs Gary A. Spiess

Terrence P. Laughlin

Ernest Lee Puschaver

Kenneth Sax John Rodehorst

Edwin J. Santos

Robert L. Klivans Marc C. Leslie

Janice B. Liva

Chairman and Chief Executive Officer President and Chief Operating Officer

Vice Chairman and Chief Administrative Officer

**Executive Vice President** 

Chief Risk Officer

Executive Vice President, Chief Financial Officer

**Executive Vice President** 

Executive Vice President, Technology/Operations

**Executive Vice President** 

Executive Vice President, Consumer Business

**Executive Vice President and Treasurer** 

Executive Vice President, Secretary and General Counsel

Senior Vice President Chief Accounting Officer Chief Credit Officer Assistant Treasurer

Director, Corporate Auditing

Assistant Secretary and Deputy General Counsel Assistant Secretary and Deputy General Counsel Assistant Secretary and Deputy General Counsel

#### DIRECTORS:

Joel B. Alvord, Shawmut Capital Partners, Inc., 75 Federal Street, Boston MA 02109

William Barnet, III, The Barnet Company, 507 E. St. John Street, Spartanburg, SC 29320

Daniel P. Burnham, Raytheon Company, 141 Spring Street, Lexington, MA

Paul J. Choquette, Jr., Gilbane Building Company, Seven Jackson Walkway, Providence, RI 02940

John T. Collins, 10 Rowes Wharf, Boston, MA 02110

Kim B. Clark, Harvard Business School, Morgan Hall 125, Soldiers Field Road, Boston, MA 02109

Gary L. Countryman, Liberty Mutual Insurance Company, 175 Berkley Street, Boston, MA 02117

T. J. Dermot Dunphy, Kildare Enterprises, LLC, 34 Church Street, Liberty Corner, NJ 07938

Charles K. Gifford, FleetBoston Financial Corporation, 100 Federal Street, Boston, Ma 02110

Marian L. Heard, 47 Hopewell Farm Road, Natick, MA 01760

Robert M. Kavner, 13th and Carmelo, Carmel By the Sea, CA 93921

Thomas J. May, NSTAR, 800 Boylston Street, Boston, MA 02199

Donald F. McHenry, IRC Group, 1320 19th Street, Suite 410, N.W., Washington, DC 20036

Terrence Murray, FleetBoston Financial Corporation, 100 Federal Street, Boston, Ma 02110

Michael B. Picotte, The Picotte Companies, 20 Corporate Woods Blvd., Suite 600, Albany, NY 12211

Francene S. Rogers, WFD, Inc., 200 Talcott Avenue, West, Watertown, MA 02472

Thomas M. Ryan, CVS, One CVS Drive, Woonsocket, RI 02895

T. Joseph Semrod, FleetBoston Financial Corporation, 301 Carnegie Center, Princeton, NJ 08543

Paul R. Tregurtha, Mormac Marine Group, Inc., One Landmark Square, Stamford, CT 06901

#### FLEETBOSTON FINANCIAL CORPORATION (CONTINUED) (EIN# 05-0341324)

#### **SHARES AUTHORIZED:**

2,000,000,000	Common	\$.01 Par
16,000,000	Preferred	\$1.00 Par

#### SHARES ISSUED AND OUTSTANDING: \*\*

1,049,832,626	Common	\$ .01 Par
382,450	6.75% Perpetual Preferred Series VI	\$1.00 Par
700,000	6.60% Fixed/Adjustable Cumulative	•
	Preferred Series VII	\$1.00 Par

<sup>\*</sup>For the purpose of this Annual Report, the mailing address for the officers is: 100 Federal Street, Boston, MA 02110

<sup>\*\*</sup>Information provided as of 01/01/2003



#### The Commonwealth of Massachusetts William Francis Galvin

FEE: \$85.00

Secretary of the Commonwealth One Ashburton Place. 3oston, Massachusetts 02108-1512 Telephone: (617) 727-9640

NOTE: PLEASE TYPE OR PRINT CLEARLY! INSTRUCTIONS ON OTHER SIDE. 020022482 - MASSACHUSETTS FOREIGN CORPORATION ANNUAL REPORT

Federal Idea	ntificatio	on No05-034132	4 -00	881200	38		 ∡	
1. The exact	name of	the corporation is: F	<u>leetBost</u>	on Financi	al Corporation	<u> </u>		
2. The corpor	ration is	organized under the la	ws of: Rh	ode Island				
3. Location of	f its prin	cipal office is: 100	Federal	Street	(number and street)			
		Boston			MA	<u> </u>	02110	
4. The location	on of its	(city or town)  Massachusetts office, il	fany: 100	Federal S	(sate) treet		(zip)	
		Boston			(number an MA	d street)	02110	
		(city or town)			(state)		(zip)	
5. Name and	address	of the Resident Agent i	is: CT Co	rporation	System (name)			
101 Fed	eral S	treet	Bosto	n	M	<u>[A</u>	02110	
	4	per and street)	(city or t	•		(state)	(zip)	
6. Date of the	e end of	the last fiscal year was:	Decemb	(month)		31 (day)	2001 (year)	
7. Check here	e if the o	corporation stock is pu	blicly trade	ed: 🔯 .				
		f each class as of the c	nd of its las	st fiscal year w	as:		···	<del></del>
CLASS OF S	TOCK	PAR VALUE PER SHARE STATE IF NO PAR			ED BY ARTICLES OR AMENDMENTS		TOTAL ISSUED AND OUTSTANDING	<del>i</del>
					Minant War a William	1	Number of Shares	
		\$0.01	2,000,0	ber of Shares Total Par Value 000,000 \$20,000,000		——  P1	Please see attachment	
COMMON:		70.02	2,000,0	00,000	720,000,000		totabe bee deede.	THEFT
PREFERRET	);	\$1.00	16,000,	000	\$16,000	P1	lease see attacl	nment
-		d addresses of the offic	ers specific	ed below and	of all the directors of	of the corp	poration, and the date	e on
which the	term of	office of each expires:		<del> </del>	·	<del></del>	<del></del>	<del></del> -
OFFICERS		NAME		Number	BUSINESS ADDRE , Street, City or Town, S		de EXPIRATIO	
PRESIDENT TREASURER CLERK DIRECTORS	TREASURER CLERK					Until the annual me and until successor duly elecand quali	eeting l rs are cted	
above-named	corpora	ary A. Spiess tion, in compliance wit dates shown. IN WITNE		eral Laws, Chap OF AND UND		tify that th	ne above information	_ of the
Signature:	5	-,05	11) QA			ce Pres	ident & Secreta	

#### FLEETBOSTON FINANCIAL CORPORATION (EIN# 05-0341324)

)FFICERS: \*

errence Murray harles K. Giffford

lenrique de Campos Meirelles

aul F. Hogan

lugene M. McQuade

eter Manning

1. Jay Sarles
1. Joseph Semrod

oseph A. Smialowski

Iradford H. Warner Anne M. Finucane

Brian T. Moynihan

France A. Spiess

France Lee Puschaver

Muest ree Luschavel

1. Anne Szostak

Ouglas L. Jacobs Cenneth Sax

Edwin J. Santos

Robert L. Klivans

Marc C. Leslie

fanice B. Liva

Drew J. Pfirrman

Chairman

President and Chief Executive Officer

President, Global Banking

Vice Chairman and Chief Risk Officer

Vice Chairman and Chief Financial Officer

Vice Chairman

Vice Chairman, Wholesale Banking

Vice Chairman

Vice Chairman, Technology/Operations

Vice Chairman, Consumer Business

Executive Vice President Executive Vice President

Executive Vice President, Secretary and General Counsel

Chief Accounting Officer

Executive Vice President, Human Resources and Diversity

Senior Vice President and Treasurer Vice President, Operations Assurance

Director, Corporate Auditing

Assistant Secretary Assistant Secretary Assistant Secretary Assistant Secretary

#### DIRECTORS:

loel B. Alvord, Shawmut Capital Partners, Inc., 75 Federal Street, Boston MA 02109

William Barnet, III, The Barnet Company, 507 E. St. John Street, Spartanburg, SC 29320

Daniel P. Burnham, Raytheon Company, 141 Spring Street, Lexington, MA

Paul J. Choquette, Jr., Gilbane Building Company, Seven Jackson Walkway, Providence, Rl 02940

John T. Collins, 10 Rowes Wharf, Boston, MA 02110

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Paul R. Tregurtha, Mormac Marine Group, Inc., One Landmark Square, Stamford, CT 06901

#### FLEETBOSTON FINANCIAL CORPORATION (CONTINUED) (EIN# 05-0341324)

\$.01 Par

#### HARES AUTHORIZED:

Common

,000,000,000

16,000,000	Preferred	\$1.00 Par	
HARES ISSUED AND OUTSTANDING: **  919,613,746 Common \$ .01 Par 765,010 7.25% Perpetual Preferred Series V 600,000 6.75% Perpetual Preferred Series VI 700,000 6.60% Fixed/Adjustable Cumulative Preferred Series VII		1	
919,613,746	Common \$ .	)! Par	
765,010	7.25% Perpetual Preferred Series V		\$1.00 Par
600,000	6.75% Perpetual Preferred Series VI		\$1.00 Par
700,000	6.60% Fixed/Adjustable Cumulative		
·		Preferred Series VII	\$1.00 Par
200,000	6.59% Fixed/Adjustable NonCumulative		
•		Preferred Series VIII	\$1.00 Par

## **PROCESS SERVER'S**

# "EXHIBIT"

C

FORM 8-k

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8-K 1 d8k.htm FORM 8-K

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM 8-K

#### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 8, 2003

## FLEETBOSTON FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

#### RHODE ISLAND

(State or other jurisdiction of incorporation)

1-6366

05-0341324

(Commission File Number)

(IRS Employer Identification No.)

100 Federal Street, Boston, MA

02110

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 617-434-2200

(Former name or former address, if changed since last report)

FORM 8-k Page 2 of 14

#### Item 5. Other Events

As previously reported, FleetBoston Financial Corporation, a Rhode Island corporation, or "FleetBoston," and Bank of America Corporation, a Delaware corporation, or "Bank of America," have entered into an agreement and plan of merger, dated as of October 27, 2003. The merger agreement provides for the merger of FleetBoston with and into Bank of America with Bank of America the surviving company. The merger will be treated as a purchase by Bank of America under U.S. generally accepted accounting principles, or "GAAP," and is intended to constitute a "reorganization" for U.S. federal income tax purposes.

If the merger is completed, each share of common stock, par value \$0.01 per share, of FleetBoston outstanding immediately prior to the effective time of the merger will be converted into 0.5553 of a share of common stock, par value \$0.01 per share, of Bank of America. FleetBoston preferred stock will be converted on a one-for-one basis into Bank of America preferred stock having the same terms (to the fullest extent possible) as the FleetBoston preferred stock.

#### UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial information and explanatory notes present how the combined financial statements of Bank of America and FleetBoston may have appeared had the businesses actually been combined at the beginning of the period presented. The unaudited pro forma condensed combined financial information shows the impact of the merger of Bank of America and FleetBoston on the companies' respective historical financial positions and results of operations under the purchase method of accounting with Bank of America treated as the acquirer. Under this method of accounting, the assets and liabilities of FleetBoston will be recorded at their estimated fair values as of the date the merger is completed. The unaudited pro forma condensed combined financial information combines the historical financial information of Bank of America and FleetBoston as of and for the nine months ended September 30, 2003 and for the year ended December 31, 2002. The unaudited pro forma condensed combined balance sheet as of September 30, 2003 assumes the merger was completed on that date. The unaudited pro forma condensed combined statements of income give effect to the merger as if the merger had been completed on January 1, 2002.

The merger agreement was announced on October 27, 2003 and provides for each outstanding share of FleetBoston common stock, other than shares beneficially owned by FleetBoston and Bank of America, to be converted into the right to receive 0.5553 of a share of Bank of America common stock. Shares of FleetBoston preferred stock will be converted on a one-for-one basis into Bank of America preferred stock having the same terms (to the fullest extent possible) as the FleetBoston preferred stock, except in the case of shares held by stockholders who validly perfect dissenters' appraisal rights.

This unaudited pro forma condensed combined financial information should be read in conjunction with:

- Bank of America's separate historical unaudited financial statements as of and for the three and nine months ended September 30, 2003 included in Bank of America's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003;
- Bank of America's separate historical financial statements as of and for the year ended December 31, 2002 included in Bank of America's Annual Report on Form 10-K for the year ended December 31, 2002;
- FleetBoston's separate historical unaudited financial statements as of and for the three and nine months ended September 30, 2003 included in FleetBoston's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003; and
- FleetBoston's separate historical financial statements as of and for the year ended December 31, 2002 included in FleetBoston's Annual Report on Form 10-K for the year ended December 31, 2002.

The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and does not indicate the financial results of the combined companies had the companies actually been combined at the beginning of each period presented and had the impact of possible revenue enhancements, expense efficiencies, asset dispositions and share repurchases, among other factors, been considered. As explained in more detail below in the notes to the unaudited pro forma condensed combined financial information, Bank of America's allocation of the purchase price reflected in the pro forma condensed combined financial information is subject to adjustment.

## **PROCESS SERVER'S**

# "EXHIBIT"

D

		FILED IN OFFICE
IN THE SUPERIOR COURT OF FULTON COUNTY STATE OF GEORGIA		JAN 1 4 2005  DEPUTY CLERK SUPERIOR COUNTY, GA
	1	FOLION COOKT, D.
TONY L. WARE, CEO and	, )	o
T. L. WARE BOTTLING CO., INC.,	)	
	)	.4
Plaintiffs,	)	
vs.	) CIVIL ACTION	
	) FILE NUMBER: 2004CVS	<u>94553</u>
FLEETBOSTON FINANCIAL CORP.	)	
F/K/A BANKBOSTON CORP. ) RETURN OF SERVICE OF PROCESS		ROCESS
	)	
Defendant.	)	

#### **RETURN OF SERVICE OF PROCESS**

COMES NOW, HARRY J. MATHIS, Court Appointed Process Server in the above-styled civil action and files this RETURN OF SERVICE OF PROCESS on the above-named Defendant FLEETBOSTON FINANCIAL CORPORTION f/k/a BANKBOSTON CORPORATION within the statute of limitation and pursuant to the law of this State under O.C.G.A. § 14-2-1520(c) by stating the following under oath to wit:

1. That I am **HARRY J. MATHIS** and that I do certify under oath that I have personally served the above-named Defendant on **December 10<sup>TH</sup>**, **2004** with the Summons, Complaint and Plaintiffs' Request for Admissions by serving the Georgia Secretary of State at the following address to wit:

FLEETBOSTON FINANCIAL CORPORTION f/k/a
BANKBOSTON CORPORATION
c/o Cathy Cox, Georgia Secretary of State
2 Martin Luther King Jr., Drive, N.E., Suite 315
ATLANTA, GEORGIA 30334

IN WITNESS AND TESTIMONY HEREOF, This RETRUN OF SERVICE is made under oath and is true and correct and is further made upon my personal knowledge, information and belief. Further Affiant say Not.

OM Marine III

SYLVIA R. HARRISON Notary Public, Clayton County, Georgia My Commission Expires March 19, 2007

My Commission Expire On.